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VIA FEDERAL EXPRESS

July 12, 2012

Kenneth I. Rose, III, Financial Analyst (3HS62)
U.S. Environmental Protection Agency, Region III
1650 Arch Street
Philadelphia, PA 19103-2029

Re: Required Submission of Information
Metro Container Site, Trainer, Pennsylvania

Dear Mr. Rose:

This letter constitutes the follow up response ("Response") of BP America Inc. ("BP") to the United States Environmental Protection Agency's ("USEPA") CERCLA Section 104 Requests for Information ("Requests") addressed to BP America, Inc., received on March 26, 2012, and Capital Lubricant Company, Incorporated, received on or about April 20, 2012. USEPA is seeking information concerning a release, or threat of release, of hazardous substances, pollutants, or contaminants at the Metro Container Corporation Site located in Trainer, Pennsylvania ("Site").

BP appreciates the extension of time granted by USEPA, which has been utilized to review documents and prepare this Response. We performed an internal search of our records based on the site location, and then ordered the records from offsite storage and reviewed those records to prepare this Response.

GENERAL OBJECTIONS

BP's Response is subject to the following general objections ("General Objections"):

- A. To the extent that information submitted herein is not required by law or is otherwise outside the scope of USEPA's 104(e) authority, that information is voluntarily submitted and BP waives no rights or protections for information it voluntarily submits. Nothing in BP's Response to the Request shall constitute

an admission of liability for the Site. BP and its parent, subsidiary and affiliate corporations reserve the right to contest any allegations made against BP or its parent, subsidiary or affiliate corporations regarding this Site by any person or entity.

- B. BP objects generally to the Request insofar as it seeks information that is beyond the scope of CERCLA Section 104(e) or is protected by the attorney-client privilege, the attorney work product doctrine, protection for trade secrets and other confidential business information, or any other privilege. By responding to this Request, BP does not intend to waive any applicable privileges, including but not limited to the attorney-client and the attorney work product privileges.
- C. BP objects to the Request as overbroad and unduly burdensome to the extent it seeks to impose an obligation to search and obtain information from any source of information that may be available, including sources in the public domain (such as public libraries, public document repositories, and the files of any branch of the federal, state or local government) as well as other sources that are not in BP's possession, custody or control.
- D. BP objects to USEPA's definition of "Respondent" and "you" in the Request, as the terms are overbroad and not possible for BP to answer questions on behalf of all persons thereby defined.
- E. BP objects to Request to the extent it uses undefined terms that are overbroad, vague, ambiguous, or seek information that is irrelevant or unduly burdensome to provide, as such requests exceed USEPA's statutory authority under CERCLA and may contravene BP's constitutional rights.
- F. BP objects to the Request to the extent it calls for BP to make a legal conclusion concerning BP's potential liability under CERCLA for the Site.

Subject to and without waiving these objections, BP has made every effort to provide USEPA with the information it seeks to the extent that such information is relevant to the Site, reasonably available to BP, and within the scope of information that USEPA has authority to seek under CERCLA 104(e). The information provided in this Response is not solely within my personal knowledge, but has been assembled after due inquiry and good faith efforts by various persons with relevant knowledge. BP retains the right

to supplement this Response should additional information be discovered that is responsible to the Request.

BP's 104(e) Response - Metro Container Site, Trainer, Pennsylvania

USEPA's investigation of the Metro Container Site has revealed the presence of hazardous substances including, but not limited to, volatile organic compounds such as benzene, tetrachloroethylene, toluene, and trichloroethylene, polycyclic aromatic hydrocarbons such as anthracene, benzo(a)anthracene, benzo(a)pyrene, benzo(a)fluoranthene, benzo(g,h,i)perylene, benzo(k)fluoranthene, and chrysene; PCBs such as Aroclor-1248, Aroclor-1254, and Aroclor-1260; and metals such as antimony, arsenic, cadmium, lead, mercury, nickel, thallium, and zinc.

1. USEPA has information which indicates that you sent drums to the Metro Container Site between 1980-1988 from one or more of your facilities. For each such facility, identify:
 - a. The address of the facility; and
 - b. The products/materials produced at such facility between 1980-1988.

Response to Question 1

BP, and its predecessors or subsidiaries, may have had some connection to the Metro Container Site via two formerly owned and operated refineries and the Capital Lubricants business that is now part of BP Lubricants USA Inc.

- A. **BP Oil Company, a predecessor BP company, previously owned the Marcus Hook Refinery (now sometimes referred to as the Trainer Refinery) located at or about 4101 Post Road, Marcus Hook, PA 19061, now owned by Monroe Energy LLC (a subsidiary of Delta Air Lines), which BP Oil Company sold to Tosco (a part of Conoco-Phillips) in February 1996.**

Atlantic Richfield Company, a subsidiary of BP, previously owned the Philadelphia Refinery located at or about 3144 West Passyunk Avenue, Philadelphia, PA 19145, now owned by Sunoco,* which Atlantic Richfield sold to John Deuss of Atlantic Petroleum (a/k/a Atlantic Refining & Marketing) in 1985. *Note: At the time this

Response was prepared, Sunoco was still in negotiations to transfer the Philadelphia Refinery to a joint venture with the Carlyle Group.

Subject to and without waiving its general and specific objections, BP and its predecessor companies primarily operated the above-referenced facilities in their common course, i.e., they utilized the refineries to engage in the production, refining, marketing and distribution of crude oil. Due to the divestment of assets and the consolidation of companies within BP and its predecessor companies during the last 30 years, most if not all of the files related to those facilities remained with the operating assets and their new owners. In addition, BP has closed various regional offices and it is possible that some of the boxes with materials related to these entities may have been lost or misfiled during those various moves. Thus, it is difficult to be exact with regard to the products/materials produced at the above facilities during the time period 1980-88.

- B. Capital Lubricants Company, Inc. merged with Dryden Oil Company Inc. on March 22, 1989. On August 27, 1991 Dryden Oil Company Inc. merged with Castrol Heavy Duty Lubricants Inc., which merged into BP Lubricants USA Inc. on January 1, 2005, a part of BP.**

Attached is the May 16, 1988 104(e) response submitted by Capital Lubricants Company, Inc. to USEPA Region III. This details their non-hazardous transactions with Metro Container Site.

2. Identify the processes used between 1980-1988 to produce the products/materials identified in response to Question # 1.

Response to Question 2

Please see response to Question 1.

3. Identify the raw materials used in the processes identified in response to Question # 2.

Response to Question 3

Please see response to Question 1.

4. Identify all wastes and by-products generated between 1980-1988 from the processes identified in response to Question # 2.

Response to Question 4

Please see response to Question 1.

5. For each raw material and waste/by-product identified in response to Question # 3 and # 4:
 - a. Identify the chemical composition.
 - b. Provide a copy of all documents referring to or related to the composition of such raw material and waste/by-product including, but not limited to, chemical analyses performed on such raw materials and waste/by-products; and
 - c. Identify how each waste/by-product was disposed of between 1980 and 1988.

Response to Question 5

Please see response to Question 1.

6. Identify all chemicals/constituents that would have been present in drums present at any time between 1980-1988 at the facilities identified in response to Question # 1(a).

Response to Question 6

Please see response to Question 1.

7. Identify the number of drums/containers sent to Metro Container Site from the facilities identified in response to Question #1.

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Response to Question 7

After a review of corporate records, BP was unable to locate any additional documents or information responsive to this Request for transactions with Metro Container in Trainer, Pennsylvania that differs from the AOC III-89-11-DC approved on June 16, 1989. BP reserves the right to supplement or amend this response should additional information become available.

8. Identify the procedures used to determine which drums present at any time at your facilities would be sent to the Metro Container Site.

Response to Question 8

Please see response to Question 1.

9. Identify the chemicals/constituents contained in the drums you sent to the Metro Container Site.

Response to Question 9

Please see response to Question 1.

10. If you assert in response to Question # 9 that some or all of the drums sent to the Metro Container Site were empty, identify the chemicals/constituents that would have been in the drums before they were emptied.

Response to Question 10

Please see response to Question 1.

11. Identify, and provide a copy of, all contracts and agreements between you and Metro Container Corporation or any related entity under which drums were sent from your facilities to the Metro Container Site.

Response to Question 11

After a review of corporate records, BP was unable to locate any additional documents or information responsive to this Request for contracts and

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agreements with Metro Container in Trainer, Pennsylvania. BP reserves the right to supplement or amend this response should additional information become available.

12. Provide the name, title, address, and telephone number of the person answering these questions on your behalf. For each question, provide the name, title, area of responsibility, current address, and telephone number of all persons consulted in preparation of the answers.

Response to Question 12

Responses are not based upon her personal knowledge:

**Jessica L. Gonzalez, Senior Counsel - HSSE
150 West Warrenville Road
Naperville, Illinois 60563
(630) 420-3749**

Consulted in preparation of the answers:

**Jon Gorosh, Paralegal
501 Westlake Park Blvd, WL 1 16.189
Houston, TX 77079
281-366-2805**

**Cindy Kezos, Strategy Manager – US Multi-Party & Superfund
4 Centerpointe Drive
La Palma, CA 90623
714-228-6708**

13. If any of the documents solicited in this information request are no longer available, please indicate the reason why they are no longer available. If the records were destroyed, provide us with the following:
- a. Your document retention policy;
 - b. A description of how the records were/are destroyed (burned, archived, trashed, etc.);
 - c. The approximate date of destruction;

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- d. A description of information that would have been contained in the documents; and
- e. The name, job title, and most current address known to you of the person(s) who would have produced these documents; the person(s) who would have been responsible for the retention of these documents; and the person(s) who would have been responsible for the destruction of these documents.

Response to Question 13

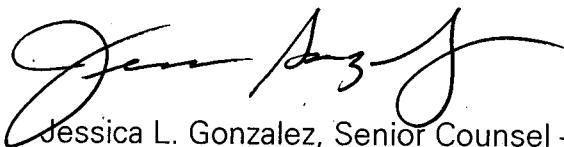
Please see response to Question 1.

14. If you have any information about other parties who may have information which may assist the USEPA in its investigation of the Site or who may be responsible for the generation of, transportation to, or release of contamination at the Site, please provide such information. The information that you provide in a response to this request should include the party's name, address, type of business, and the reasons why you believe that the party may have contributed to the contamination at the Site or may have information regarding the Site.

Response to Question 14

Please see response to Question 1, specifically with regard to the current owners of the refineries referenced therein (Delta Air Lines and Sunoco/Carlyle Group, respectively).

Thank you,



Jessica L. Gonzalez, Senior Counsel - HSSE

Enclosure

Cc: Cindy D. Kezos
Jon Gorosh